

(TRANSLATION)

**Far East Fame Line DDB Public Company Limited**  
**Minutes of the Annual General Meeting of Shareholders No.30 of 2024**

The meeting was held at the Company's Conference Room at 465/1– 467, Si Ayutthaya Road, Thungphayathai Subdistrict, Ratchathewi District, Bangkok on April 25, 2024. There were shareholders and proxies 39 persons, representing 44 shareholders, holding 6,087,629 shares or 77.35 % of the issued and paid-up shares (the Company's issued and paid-up shares was 7,870,000 shares) and the quorum was formed.

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**The meeting commenced at 14.30 hrs.**

**Mr. Boonchai Chokwatana, Chairman of the Board acting as Chairman of the meeting.**

Miss Rachadawan Ritthirong informed that there were shareholders and proxies 36 persons, representing 41 shareholders, holding 5,984,479 shares or 76.04 % of the issued and paid-up shares which constituted the quorum. According to the Company's Article of Association No.36 that shareholders and proxies must be not less than 25 persons or not less than half (1/2) of the total number of shareholders holding shares not less than one-third (1/3) of the total number of shares sold and invited Mr. Boonchai Chokwatana, Chairman, to open the meeting.

Mr. Boonchai Chokwatana, declared the meeting open on behalf of the Board of Directors of Far East Fame Line DDB Public Company Limited and welcomed all shareholders to the Annual General Meeting of Shareholders No.30 of 2024. Before proceeding the meeting, the Chairman of the meeting introduced the Board of Directors, Sub-committees, Management and the auditor of the Company, as follows:

Attendance of Directors (13 Persons)

- |    |                   |               |                                                                                                                                                                           |
|----|-------------------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Mr. Boonchai      | Chokwatana    | Chairman / Chairman of Nomination and Remuneration Committee                                                                                                              |
| 2. | Mr. Wasin         | Teyateeti     | Vice Chairman                                                                                                                                                             |
| 3. | Mr. Wichar        | Ldallitsakool | President / Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee / Nomination and Remuneration Committee                                     |
| 4. | Mr. Khachornsakdi | Vanaratseath  | Independent Director / Audit Committee Chairman                                                                                                                           |
| 5. | Mrs. Chailada     | Tantivejakul  | Vice President / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee / Nomination and Remuneration Committee / Chief Financial Officer |
| 6. | Mrs. Kadekaew     | Ittikul       | Managing Director / Executive Committee / Risk Management & Anti-Corruption Committee                                                                                     |

7. Mrs. Malee	Leelasiriwong	Director / Executive Committee / Risk Management & Anti-Corruption Committee / Chief Legal and Compliance Officer
8. Mr. Chailadol	Chokwatana	Director
9. Mrs. Kityaporn	Chaithavornsathien	Director
10. Mr. Vichit	Tantianunanont	Independent Director / Audit Committee / Chairman of Risk Management & Anti-Corruption Committee
11. Mrs. Chattong	Tippayakalin	Independent Director / Audit Committee
12. Assoc.Prof.Dr.Preeyachit	Charoenwongse	Independent Director
13. Miss Rintr	Vivorakij	Independent Director

Director who was absent from the meeting (1 Person)

1. Miss Waraporn	Kulsawatpakdee	Director / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee
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Attendance of Management and the Company Secretary

1. Mrs. Janya	Chanakulthorn	Senior Accounting Manager
2. Miss Rachadawan	Ritthirong	Company Secretary

There were 13 directors participated in this meeting or to be 92.86% of all the Company's Directors. Apart from that, in this Annual General Meeting of Shareholders, Sub-committee Chairman and the Chief Financial Officer (CFO) also attended the meeting.

Attendance of auditor and representative from the audit office

1. Miss Kornkaew	Darbkaew	Certified Public Accountant No.8463
2. Mr. Nuttawut	Klinsuman	The witness in counting votes of the meeting

Representatives of Dr. Virach & Associates Office Co.,Ltd.

The Chairman of the meeting informed that the Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1, 2023 to December 31, 2023 and there was not any shareholders proposed agenda and nominated candidates to be elected as directors.

Then, the Chairman assigned Miss Rachadawan Ritthirong, Company Secretary, to explain the voting right procedure to the meeting as follows:

Miss Rachadawan Ritthirong informed that the voting right in this meeting is in accordance with the Company's Article of Association No. 43 that is one share was equal to one vote. The casting of vote with revelation, the shareholders could cast of vote with approved, disapproved or abstained in each agenda. Counting of vote regarded especially from disapproved and/or abstained including voided ballots (if any) by deduction from all attended votes. The remaining of vote counted to be the agreement of that agenda. In case of shareholders do proxy to other person to attend the meeting and to cast the vote according to shareholders' specified objective by sending the Proxy Form to the

Company in advance, the Company has already recorded votes according to shareholders' objective in the system.

The Voided Ballot means the ballot that voted more than 1 choice or in case of the strike out on ballot without certify signature.

In case of shareholders registered to attend the meeting after the meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the meeting during the meeting from the agenda which they voted for recording in the minutes of the meeting.

For the orderly vote, the Company would count the vote by Barcode System that shareholders would see the votes on screen at the same time. The shareholders received the ballot paper and voting card at registration, by dividing into the case as follows:

1. Any agenda, except the election of Directors agenda Shareholders who disapproved or abstained should raise the ballot paper, the officer would count the votes including distribute the voting card. Please fill the registered number, specify an opinion with the signature in the voting card and the officer would collect the voting card promptly.
2. The election of Directors agenda Please specify opinion to elect Director individually with signature. In case of shareholders who disapproved or abstained the vote in the election of Director, the shareholders / proxies have to raise the ballot paper, the Company officers will count the votes immediately. The officers collect voting card from all shareholders / proxies at the end of this agenda.

The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as proxies to vote, Director would vote in accordance with the shareholder's specific objectives as prescribed in Proxy Form.

In this meeting, if shareholders have any questions, they could write down in the paper and give it to the Company's officer.

The Company has given importance to protect personal information of shareholders. As detailed in the announcement on Personal Data Protection for the General Meeting of Shareholders, located on the Company's website in the topic Investor Relations. In addition, the Company will include the name and surname of the shareholder who asked the question in the minutes of the meeting. Besides, the Company arranged to take pictures and record the meeting in the form of video media and will be posted on the Company's website as well.

Furthermore, the Chairman assigned Mr. Wichar Ldallitsakool, the President, to conduct the meeting.

Before starting the first agenda, Miss Rachadawan Ritthirong, Company Secretary informed that There were 2 persons, representing 2 shareholders attending the meeting, holding 101,950 shares, the total of shareholders and proxies were 38 persons, representing 43 shareholders, holding 6,086,429 shares or 77.34% of the amount of issued and paid-up shares.

After that, Mr. Wichar Ldallitsakool proceeded the meeting with the agenda as follows:

**1. To consider the adoption of the minutes of the Annual General Meeting of Shareholders No.29 of 2023**

Mr. Wichar Ldallitsakool reported that the minutes of the Annual General Meeting of Shareholders No.29 of 2023 was arranged and submitted to the Stock Exchange of Thailand and publicized on company's website ([www.fareastfamelineddb.com](http://www.fareastfamelineddb.com)) within 14 days from the day of the Annual General Meeting of Shareholders and submitted to the Ministry of Commerce according to the requirement of the laws. The copy of the minutes was sent with the notice of the Annual General Meeting of Shareholders which the Board of Directors had the opinion that it was recorded correctly. The meeting was asked to consider the matter.

Voting resolution: Majority votes of shareholders attending the meeting and having voting rights.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,086,429 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None -
- Abstain - None -
- Voided Ballot - None -

Before starting the second agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

**2. To acknowledge the report of the Board of Directors for the previous year**

Mr. Wichar Ldallitsakool informed the meeting that the report of the Board of Directors and the 2023 operating results of the Company provided in the Annual Report of 2023 / Annual Registration Statement (56-1 One Report) in QR Code format, submitted together with the notice of the Annual General Meeting of Shareholder prior to this meeting and summarized the operating result in 2023 as follows:

## **Result of Operation in 2023**

### **(Management Discussion & Analysis: MD&A)**

Despite the persistent economic challenges that characterized 2023, Far East Fame Line DDB PLC. has demonstrated remarkable resilience and adaptability in the face of adversity. As the global landscape continued to grapple with the ramifications of the ongoing pandemic and geopolitical tensions, our commitment to innovation and transformation has propelled us forward on a trajectory of growth and sustained success. One of such innovations has been Generative AI, which was indeed recognized as a game changer particularly in business in 2023. As a result of economic recovery, we saw a growth in overall media at 1.6%.

In 2023, Far East Fame Line DDB and its subsidiaries could achieve revenue of 688.63 million baht from services and commission, an increase of 193.08 million baht or 38.96% from 2022, divided into revenue from advertising media in the proportion of 59% and income from advertising production in the proportion of 41%. The Company and its subsidiaries had gross profit from the rendering of service and commissions amount of 210.69 million baht, an increase from the year 2022 amount of 50.36 million baht or 31.41%. Net profits of 2023 were 95.21 million baht, a decrease of 59.71 million baht, or 168.20% from 2022.

We have never stopped initiating and adapting our ways of work, cultivating new skills, and building new capabilities. Recently, we have partnered with an AI agency to adopt the technology not only to contribute to creative design but to develop all types of advertising work. In response to the evolving needs of our clients and the dynamic nature of the marketplace, we have doubled down on our commitment to transformation and innovation. Our strategic initiatives have focused on leveraging data-driven insights digital innovation, and “Creative Excellence” to deliver unparalleled value to our clients and stakeholders. We encourage all departmental staff to pursue creativity in all aspects of their works for improving their output and expanding their horizon.

### **Advertising Industry Overview and Major Development in 2023**

After the Post Pandemic period of the COVID-19 virus, consumer behavior has changed significantly, along with rapid technological changes, allowing media consumption and purchasing to happen anytime, anywhere. TikTok launched a new service, TikTok Shop, making it easy and convenient for users to purchase products. We have thus opened marketing services through the TikTok platform.

For the main strategy in 2023, we continue to focus on data-driven marketing, utilizing both 1st party and public data for analysis, processing, insight generation, and diverse marketing idea creation. This enhances advertising accuracy (Precision Marketing) to gain competitive advantage for brands. Furthermore, we have developed a new business service as a data consultancy, applying data for value creation (Data Monetization), and providing marketing consultancy services (CMO / Chief Marketing Officer Services).

In the past year, we have continued to advance its strengths data solutions by developing MarTech (Marketing Technology) tools to support marketing activities for smarter marketing automation. The newly developed tools included: (1) HolistiCA: A Customer Data Platform that

consolidates consumer data, enabling marketers to analyze and understand consumers better. (2) PaSearch: A tool that gathers consumer search behavior data and analyzes it to provide deep customer insights into pre-purchase information-seeking behaviors, which is a significant consumer behavior trend in the current era. Access to search behavior data helps marketers plan more accurate and efficient marketing strategies.

Additionally, in the past year, we have collaborated with new partners as follows: (1) The Mango China Group, a group of companies specializing in online marketing in China providing marketing services targeting Chinese tourists visiting Thailand, a constant, and increasingly powerful purchasing group. (2) CREaiVE, an expert in Generative AI utilizing technology from Tencent to create AI as a person that can move realistically. CREaiVE's AI influencer assets help build personal branding, increase visibility, and promote products, adding another service dimension to the company's offerings.

#### **Implementation of Anti-corruption Policy and Measures**

In 2023, the Company has continued operations in order to comply with the anti-corruption policy as follows:

- Board of Directors : To review the appropriateness of the anti-corruption policy every year.
- Risk Management Committee : To oversee and assess the risk of corruption and review the related rules and regulations.
- Audit Committee : To review the internal control and supervise and review measures for risk management and anti-corruption.
- Internal Audit Department : To set up internal control systems and operate the procedures in order to comply with the anti-corruption policy. Review the compliance with the anti-corruption policy together with the audit, follow up, evaluate and report to the Audit Committee and Board of Directors
- Review the implementation of the anti-corruption policy according to the "Anti-Corruption Measures" manual.
- Continuous communication and publicize regarding the anti-corruption policy and related procedures for third parties and the Company's personnel through various channels such as the company website, Intranet, Email, etc.
- Implement an anti-corruption policy as part of human resource management such as the orientation of new employees and assigned to supervisors at all levels communicate with employees and supervise the practice to be effective.
- Publicize the business partners to know and comply with the policy together with no gifts and entertainment during the holiday seasons.
- Establish communication channels to receive complaints or report about corruption as well as measures to protect complainants and make sure that the whistleblowers or complaints will be protected and kept confidential.

In 2023, the Company duly followed the anti-corruption policy and practice guidelines, as the result, the Company found no significant flaws about corruption and fraudulent activities or noncompliance with relevant laws and regulations or violation of business ethics.

Mr. Wichar Ldallitsakool gave an opportunity for shareholders to ask questions.

(Question) Mrs. Keeratika Paenglad, a volunteer to protect the rights of shareholders and proxy from the Thai Investors Association inquired as follows:

Currently, what is the company's market share of businesses in the same industry group? Who are the main competitors? The strategies and guidelines for management in order to increase the market share and strengthen our position in the service industry.

(Answer) Mrs. Kadekaew Ittikul, Managing Director, answered as follows:

Over the past 5 years, our company has maintained a market share ranking between 7th to 9th place. We face diverse competition because we offer a range of services including advertising, branding, and data analytics.

To increase our market share in the service industry, we have strategic initiatives:

1. New Business Acquisition: We have a dedicated new business department to approach new clients.
2. Expanding Desired Services: This includes comprehensive data management, analysis, and leveraging insights for business benefits. We also provide marketing consultancy services and develop Marketing Technology tools to assist marketers. Currently, we are working on developing 2-3 new marketing tools.
3. Business Collaboration: We collaborate with partners who have expertise and knowledge in specific areas, and then complement their strengths with our expertise in marketing and communication to create new services. For example:
  - Collaborating with TikTok influencers to offer comprehensive marketing services on the TikTok platform.
  - Partnering with Mango China Group, experts in online marketing in China. Recognizing the opportunity presented by a large number of Chinese tourists visiting Thailand, we engage in marketing and communication activities targeting this group of tourists who are planning trips to Thailand, encouraging them to purchase desired products, etc.

(Question) Mrs. Keeratika Paenglad inquired as follows:

The risk factors affecting our company's business operations, as stated in the 2566 annual report, are multifaceted. Our company is particularly concerned about which risk factors the most and what strategies are in place to manage these risks effectively.

(Answer) Mr. Wichar Ldallitsakool, President, answered as follows:

The challenge and risk in our business currently lie in retaining employees because the most crucial asset in our business is our people. Turnover rate in our business is relatively high, averaging at 23%, and this trend has been increasing each year. In the past year, our company had a turnover rate of around 12%, which is still lower than the industry average.

The turnover of employees, especially in the front office where they interact and engage with customers, can significantly impact business continuity and customer trust.

Our approach to risk management includes elevating the HR department's capabilities to better access employees, starting with initiatives like Employee Opinion Surveys to increase engagement, especially among talented employees. Continuous feedback from these surveys has led us to implement various projects such as:

- Adjusting employee benefits and perks to remain competitive in the market.
- Providing training programs to upskill and reskill employees, focusing on both hard skills specific to their departments and soft skills like coaching for leadership development, self-awareness training, team collaboration and relationship-building.

(Question) Mrs. Keeratika Paenglad inquired as follows:

Has our company and our clients been affected by cyber threats such as web platforms, call center application platforms, and others? If so, what management plans does our company have to ensure security and maintain a positive company image?

(Answer) Mrs. Kadekaew Ittikul, Managing Director, answered as follows:

The company has been falsely using our name and logo to recruit voice talents and collect money from applicants for recording equipment fees. We have received complaints from 3-4 affected individuals, so we took legal action and posted warnings on our website and Facebook page. Additionally, we use Social Listening Tools to monitor mentions of our company name online, which helps us stay informed about online activities related to our brand.

(Question) Mrs. Keeratika Paenglad inquired as follows:

In the year 2023, the economy was in a recovery phase, and entering the year 2024, it is likely to continue facing economic fluctuations. Additionally, there are geopolitical risks such as the Russia-Ukraine war and the widening tensions with Iran. How significantly do these factors impact our company's business?

(Answer) Mrs. Kadekaew Ittikul, Managing Director, answered as follows:

The major impact will be on customers. For example, during the start of the Russia-Ukraine war, our customers faced issues with importing raw materials, leading to higher product costs. Customers also reduced spending on marketing promotions. However, for the Iran war, we anticipate less impact because our customers do not do business with Iran. Nonetheless, we remain vigilant, constantly checking news and communicating with customers. We also have prepared measures in place. As we expand services beyond just advertising, offering marketing consultancy, data analytics, and branding services, which are in constant high demand.

There was no more question from the shareholders.

The meeting acknowledged the said report for the past year.

Before starting the third agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

### **3. To consider the approval of the Financial Statements as at December 31, 2023**

Mr. Wichar Ldallitsakool proposed the Financial Statements, consisted of Statements of Financial Position, Statement of Income, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, Statement of Cash Flows and Notes to the Financial Statements as at December 31, 2023 and Report of Auditor which were prepared in accordance with generally accepted accounting principles and examined and certified by a Certified Public Accountant, agreed by the Audit Committee and the Board of Directors as stated in the Annual Report of 2023 / Annual Registration Statement (56-1 One Report) in QR Code format, delivered to all shareholders together with the notice of the Annual General Meeting of Shareholders prior to this meeting for consideration. The major of contents were as follows:

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,877.42	1,587.57
Total Liabilities	390.32	340.94
Shareholder's Equity	1,487.09	1,246.63
Total Income	722.39	565.36
Net Profit attributable to equity holders of the Company	87.55	74.45
Earnings per share (Baht)	11.12	9.46

There was no question, Mr. Wichar Ldallitsakool asked the meeting to consider the Financial Statements for the year ended December 31, 2023 as stated above.

Voting resolution: Majority votes of shareholders attending the meeting and having voting rights.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,086,429 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the fourth agenda, Miss Rachadawan Ritthirong, Company Secretary, informed that there were no more shareholder attending the meeting.

**4. To consider the approval of the allocation of profit and dividend payment.**

Mr. Wichar Ldallitsakool informed the meeting that the Company's Board of Directors had unanimously agreed to ask the shareholders for approval of the allocation of the Company's profit for the 2023 operating results as follows:

- |                                                                                              |      |                |
|----------------------------------------------------------------------------------------------|------|----------------|
| • Net Profit from Separated Financial Statement                                              | Baht | 74,447,514.87  |
| • Un-Appropriated Retained Earnings to be appropriated                                       | Baht | 724,672,489.09 |
| • The legal reserve already exceeded 10% of Registered Capital, so it was no longer required |      |                |
| • Allocation of a cash dividend of Baht 8.50 per share                                       | Baht | 66,895,000.00  |
| • Retained Earnings Carried Forward                                                          | Baht | 657,777,489.09 |

The shareholders entitled to receive the dividend whose names appearing in the shareholders register book as of the date on May 9, 2024 (the Record Date). The payment will be paid on May 23, 2024.

Dividend payment will be paid from the profit that already paid corporate income tax, wherein individual shareholders shall be entitled to Dividend Tax Credit under Section 47 bis of the Revenue Code. The detail are as follows:

- Paid from profit with already paid tax at the rate of 20% at Baht 8.25 per share.
- Paid from profit with already paid tax at the rate of 30% at Baht 0.25 per share.

The dividend payment is consistent with the Company's dividend payment policy and does not affect the Company's liquidity.

Voting resolution: Majority votes of shareholders attending the meeting and having voting rights.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,086,429 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the fifth agenda, Miss Rachadawan Ritthirong, Company Secretary informed that There were 1 person, representing 1 shareholder attending the meeting, holding 1,200 shares, the total of shareholders and proxies were 39 persons, representing 44 shareholders, holding 6,087,629 shares or 77.35% of the amount of issued and paid-up shares.

**5. To consider the election of new company's directors in place of those who retired by rotation**

Mr. Wichar Ldallitsakool informed the meeting that in accordance with the Company's Article of Association No.21, in every Annual General Meeting of Shareholders, one-third of the total number of directors has to vacate their offices by rotation. If the number of directors cannot be divided by three, the nearest total to one-third is allowed. The retiring directors may be re-elected. In this Annual General Meeting of Shareholders No.30, there were five retired directors as follows:

1. Mrs. Kadekaew Ittikul Managing Director / Executive Committee / Risk Management and Anti-Corruption Committee / Authorized Director
2. Mr. Chailadol Chokwatana Authorized Director
3. Mrs. Kityaporn Chaithavornsathien Director
4. Mr. Khachornsakdi Vanaratseath Independent Director / Audit Committee Chairman
5. Assoc.Prof.Dr. Preeyachit Charoenwongse Independent Director

The Company granted the shareholders to nominate candidates to be elected as directors, during 1-31 December 2023, but no proposal from shareholder.

The Board of Directors, excluding the directors who has been nominated, carefully considered by individual and agreed with the Nomination and Remuneration Committee's proposal to propose to the Annual General Meeting of Shareholders to elect Mrs. Kadekaew Ittikul, Mr. Chailadol Chokwatana, Mrs. Kityaporn Chaithavornsathien, Mr. Khachornsakdi Vanaratseath and Assoc. Prof. Dr. Preeyachit Charoenwongse who retired by rotation, to be the directors for another term.

By individual consideration, the aforementioned directors had knowledge, competence and experience from various professionals that meet the Company requirements. They undertook a number of work beneficial to the Company with good success record. Their qualifications are qualified



**(2) Mr. Chailadol Chokwatana**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

**(3) Mrs. Kityaporn Chaithavornsathien**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

**(4) Mr. Khachornsakdi Vanaratseath**

The meeting approved with majority votes, as follows;

- Approve 6,087,329 votes, or to be 99.9951 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove 300 votes, or to be 00.0049 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Abstain - None –
- Voided Ballot - None –

**(5) Assoc. Prof. Dr. Preeyachit Charoenwongse**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the sixth agenda, the Company Secretary informed that there were no more shareholder attending the meeting.



Therefore, the Board of Directors for 2024 comprised of the following 15 persons:

1. Mr. Boonchai Chokwatana
2. Mr. Wasin Teyateeti
3. Mr. Wichar Ldallitsakool
4. Mrs. Chailada Tantivejakul
5. Mrs. Malee Leelasirivong
6. Miss Waraporn Kulsawatpakdee
7. Mrs. Kadekaew Ittikul
8. Mr. Chailadol Chokwatana
9. Mrs. Kityaporn Chaithavornsathien
10. Mr. Khachornsakdi Vanaratseath
11. Mr. Vichit Tantianunanont
12. Mrs. Chattong Tippayakalin
13. Assoc.Prof.Dr.Preeyachit Charoenwongse
14. Miss Rintr Vivorakij
15. Mrs. Ramida Russell Maneesathien

There were Independent Directors 1/3 of all the Board of Directors consisting of Mr. Khachornsakdi Vanaratseath, Mr. Vichit Tantianunanont, Mrs. Chattong Tippayakalin, Assoc.Prof.Dr. Preeyachit Charoenwongse and Miss Rintr Vivorakij.

Audit Committee members were Mr. Khachornsakdi Vanaratseath, Mr. Vichit Tantianunanont and Mrs. Chattong Tippayakalin.

Before starting the seventh agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

#### **7. To consider the director's remuneration**

Mr. Wichar Ldallitsakool informed the meeting that in accordance with the Articles of Association, Article 32, the Company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the directors of the Company. It also excludes the remuneration and a welfare which directors received as the Company's employee or staff. The Annual General Meeting of Shareholders of the year 2023 agreed to approve the remuneration to the directors of not exceed 7 million Baht a year as allocated by the Board of Directors. For the year 2023, the Company had actually paid Baht 4,975,000.00 consisting of; Baht 1,130,000.00 of the Board of Directors' meeting allowance, Baht 3,500,000.00 of the directors' compensation, Baht 195,000.00 of meeting allowance for Audit Committee, Baht 118,500.00 of meeting allowance for Risk Management & Anti-Corruption Committee and Baht 31,500.00 of meeting allowance for Nomination and Remuneration Committee.

For the year 2024, The Nomination and Remuneration Committee has considered and proposed the remuneration of the directors not exceed Baht 7 million a year, the same as the previous year. The amount excluded the remuneration and welfare which directors received as the Company's employee or staff, which consideration on evaluation of Board of Directors operation, the Company's operation result, the amount approved by the Annual General Meeting of Shareholders, the amount paid in the past year and comparison with the same level of business group including authority, duties and responsibilities. The proposal was as follows:

(1) Board of Directors

- Meeting attendance fee (paid to attending directors only)
 

Chairman	10,000.00 (Baht/meeting)
Director	10,000.00 (Baht/meeting)
- Annual Remuneration is paid to all directors, which is allocated by the Nomination and Remuneration Committee and approved by the Board of Directors.

(2) Audit Committee

- Meeting attendance fee (paid to attending directors only)
 

Chairman	15,000.00 (Baht/meeting)
Director	15,000.00 (Baht/meeting)

(3) Risk Management & Anti-Corruption Committee

- Meeting attendance fee (paid to attending directors only)
 

Chairman	6,000.00 (Baht/meeting)
Director	6,000.00 (Baht/meeting)

(4) Nomination and Remuneration Committee

- Meeting attendance fee (paid to attending directors only)
 

Chairman	6,000.00 (Baht/meeting)
Director	6,000.00 (Baht/meeting)

Other Benefits - None -

Remuneration of the Board of Directors and other Sub-Committees which appointed by the Board will be in the consideration of the Nomination and Remuneration Committee and approve by the Board of Directors. They carefully allocate the remuneration with the appropriateness, duties and responsibilities and the Company's operating results. Effective from the Annual General Meeting of Shareholders' approval until the changes and not exceed the amount that approved by the Shareholders' Meeting.

Voting resolution: Not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

The agenda was presented to the meeting for consideration.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None -
- Abstain - None -
- Voided Ballot - None -

Before starting the eighth agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

**8. To consider the appointment of the auditor and determine the audit fee**

Mr. Wichar Ldallitsakool informed the meeting that the Articles of Association, Article 49 and 50, the auditor must not be a Company's director, employee, staff or any position in the Company, the auditor shall be determined by the Annual General Meeting of Shareholders annually. The retiring auditor may be re-appointed. In 2023, the Company's auditor was Dr. Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or Mr. Chaikyorn Aunpitipongsa, Certified Public Accountant No. 3196 and/or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 and/or Miss Kornkaew Darbkaew, Certified Public Accountant No. 8463 and/or Miss Ratchaneekorn Vijaksilp, Certified Public Accountant No. 5801 and/or Miss Ratcharin Charoenkijpailert, Certified Public Accountant No. 7037 Of Dr. Virach & Associates Office Co.,Ltd. The total audit fee of the company for the year 2023 amounting to Baht 1,280,000.00. The audit fee of the subsidiaries and affiliated company from the same office of auditor amounting to Baht 985,000.00.

For the year 2024, the Board of Directors agreed with the Audit Committee's proposal to appoint the following names;

- |                                       |                                                                                                                  |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------|
| (1) Dr. Virach Aphimeteetamrong,      | Certified Public Accountant No. 1378,<br>never authorized signature in the Company's Financial Statements and/or |
| (2) Mr. Chaikyorn Aunpitipongsa,      | Certified Public Accountant No. 3196,<br>never authorized signature in the Company's Financial Statements and/or |
| (3) Mr. Apiruk Ati-anuwat,            | Certified Public Accountant No. 5202,<br>never authorized signature in the Company's Financial Statements and/or |
| (4) Miss Kornkaew Darbkaew,           | Certified Public Accountant No. 8463,<br>Signed on the Company's Financial Statements, from 2022-2023 and/or     |
| (5) Miss Ratchaneekorn Vijaksilp,     | Certified Public Accountant No. 5801,<br>never authorized signature in the Company's Financial Statements and/or |
| (6) Miss Ratcharin Charoenkijpailert, | Certified Public Accountant No. 7037,<br>never authorized signature in the Company's Financial Statements        |

Of Dr. Virach & Associates Office Co.,Ltd. to be the Company's auditor for the year 2024.

Due to the fact that, they were independent and fully qualified in compliance with rules and regulations of the Company's Article of Association and the Federation of Accounting Professions, as well as the Securities and Exchange Commission and the Stock Exchange of Thailand. Moreover, the Board had considered and compared workloads and audit fee of other listed company in the same level and found that the audit fee is reasonable. Then, the Audit Committee proposed to the meeting to determine the audit fee for the year 2024 as following:

• Review of the Financial Statements for Q1, Q2, Q3	420,000.00
• Review of the Consolidated Financial Statement for Q1, Q2, Q3	180,000.00
• Audit fee of the Annual Financial Statements	600,000.00
• Audit fee of the Annual Consolidated Financial Statements	<u>110,000.00</u>
Total	<u>1,310,000.00</u>

Moreover, for shareholders acknowledgment, the audit fee for the year 2024 of the subsidiaries and affiliated company with the same office of auditor, as follows:

Springboard Plus Co., Ltd.	150,000.00
Integrated Communication Co., Ltd.	263,000.00
Media Intelligent Co., Ltd.	610,000.00
Other remuneration -None-	

The auditors mentioned above do not have any relationship or vested interest with the Company / associated companies / executives / major shareholders or any person who related to them. They were independent in examining and giving opinion of the Company Financial Statements.

Voting resolution: Majority votes of shareholders attending the meeting and having voting rights.

The meeting was asked to consider the matter.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None -
- Abstain - None -
- Voided Ballot - None -

Before starting the ninth agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

**9. To consider and approve the amendment of the Articles of Association of the Company in accordance with the Public Limited Companies Act (No. 4) B.E. 2565, in Clauses 27, 28, 34, 39 and 56.**

Mr. Wichar Ldallitsakool proposed to the Meeting to approve the amendment of the Articles of Association of the Company to be consistent with the Public Limited Companies Act (No.4) B.E. 2565, in Clauses 27, 28, 34, 39 and 56 as follows:

Previous Articles of Association	New Articles of Association
<p><b>Article 27.</b> At a meeting of the <u>Directors</u>, not less than one half (1/2) of the total number of directors must be present at the meeting in order to form a quorum. In case where the Chairman of the Board is not present at the meeting or cannot perform his or her duties, if there is a Vice-Chairman, such Vice-Chairman shall be the Chairman of the meeting. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the directors present at the meeting shall select one of the directors to be the Chairman of the meeting.</p> <p>The decisions at the meeting shall be made by a majority vote.</p> <p>One director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.</p>	<p><b>Article 27.</b> At a meeting of the <u>Board of</u> Directors, not less than one half (1/2) of the total number of directors must be present at the meeting in order to form a quorum. In case where the Chairman of the Board is not present at the meeting or cannot perform his or her duties, if there is a Vice-Chairman, such Vice-Chairman shall be the Chairman of the meeting. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the directors present at the meeting shall select one of the directors to be the Chairman of the meeting.</p> <p>The decisions at the meeting shall be made by a majority vote.</p> <p>One director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.</p>
<p><b>Article 28.</b> In summoning a meeting of the <u>Directors</u>, the Chairman of the Board or a person assigned</p>	<p><b>Article 28.</b> In summoning a meeting of the <u>Board of</u> Directors, the Chairman of the Board or a</p>

Previous Articles of Association	New Articles of Association
<p>by the Chairman shall serve a notice summoning a meeting on the directors <u>not less than seven (7) days prior to the date of meeting</u> except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by <u>other means</u> and earlier meeting date may be fixed.</p> <p>The place of the meeting under paragraph one shall be within the locality of the Company's head office or any other places <u>as the Board of Directors may designate.</u></p>	<p>person assigned by the Chairman shall serve a notice summoning a meeting on the directors <u>not less than three (3) days prior to the date of meeting</u> except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by <u>electronic means or other means</u> and earlier meeting date may be fixed.</p> <p>The place of the meeting under paragraph one shall be within the locality of the Company's head office <u>or any other places in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</u></p>
<p><b>Article 34.</b> In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be <u>published in a newspaper</u> for three (3) consecutive days and not less than three (3) days prior to the</p>	<p><b>Article 34.</b> In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be <u>published in a newspaper or via electronic media according to the criteria specified by the registrar</u> for three (3) consecutive days and not less than</p>

Previous Articles of Association	New Articles of Association
<p>date of the meeting.</p> <p>The place of the meeting under paragraph one shall be in the locality of the Company's head office or any other place <u>as the Board of Directors may designate.</u></p>	<p>three (3) days prior to the date of the meeting.</p> <p>The place of the meeting under paragraph one shall be within the locality of the Company's head office <u>or any other places in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</u></p>
<p><b>Article 39.</b> The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda</p>	<p><b>Article 39.</b> The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under</p>

Previous Articles of Association	New Articles of Association
<p>under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be <u>published in a newspaper</u> for three (3) days prior to the date of the meeting.</p>	<p>paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also <a href="#">be published in a newspaper or via electronic media according to the criteria specified by the registrar</a> for three (3) days prior to the date of the meeting.</p>
<p><b>Article 56.</b> Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one ( 1 ) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be <u>published in a newspaper</u> for three (3) consecutive days.</p>	<p><b>Article 56.</b> Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one ( 1 ) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be <a href="#">published in a newspaper or via electronic media according to the criteria specified by the registrar</a> for three (3) consecutive days.</p>

In addition, it is deemed appropriate to authorize the Board of Directors or person assigned by the Board of Directors to have the authority to perform any acts regarding the amendment to the Articles of Association of the Company, as well as the registration of the amendment to the Articles of Association of the Company, submission of the applications or any related documents to the Department of Business Development and relevant government agencies, the revision or adjustment of wordings in the applications or documents, including any necessary acts according to the laws and regulations, recommendations or opinions of the registrar of the public limited companies and relevant government agencies until its completion.

Voting resolution: Not less than three-fourths (3/4) of the total number of votes of shareholders attending the Meeting and having voting rights.

The agenda was presented to the meeting for consideration.

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 6,087,629 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the tenth agenda, the Company Secretary informed that there were no more shareholder attending the meeting.

#### 10. To consider other matters (if any)

There was no other matter proposed for consideration.

Mr. Wichar Ldallitsakool gave an opportunity for shareholders to ask questions.

(Question) Mrs. Keeratika Paenglad, a volunteer to protect the rights of shareholders and proxy from the Thai Investors Association inquired as follows:

The company is trending towards organizing meetings in a hybrid format (both onsite and online) to accommodate shareholders in choosing their preferred method of attending meetings.

(Answer) Miss Rachadawan Ritthirong, Company Secretary, answered as follows:

Due to a relatively small number of shareholders attending meetings and the relatively high costs associated with organizing online meetings, especially hybrid ones, the Company's meeting venue is conveniently accessible, eliminating the necessity for online meetings. However, should the situation change, the Company will consider it as deemed appropriate in the future.

As there were no further inquiries, Mr. Boonchai Chokwatana, the Chairman of the meeting then thanked all shareholders for taking the time to attend the meeting and declared the meeting closed.

**The meeting adjourned at 15.50 hrs.**

Boonchai Chokwatana  
(Mr. Boonchai Chokwatana)  
Chairman of the meeting